

# **Governance Policies of the Board**

## **I. Governance Process**

# Governance Policies of the Board

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**Title: Global Governance Commitment**

**Category: Governance Process**

**Policy No. GP-1**

Adopted: October 19, 1999  
Chair: Larry Wilson

Latest Revision: April 8, 2008  
Chair: Rosemary Kamei

**Board Officer's affirmation of official Board action adopting this policy.**

The purpose of the Board, on behalf of the people of Santa Clara County, is to see to it that the District protects the public health and safety and enhances the quality of living within Santa Clara County by comprehensively managing water resources in a practical, cost-effective, and environmentally-sensitive manner.

In pursuit of this purpose, the Board of the District has adopted the following policies:

- 1.1. The District will provide a healthy, clean, reliable, and affordable water supply that meets or exceeds all applicable water quality regulatory standards in a cost-effective manner. Utilizing a variety of water supply sources and strategies, the District will pursue a comprehensive water management program both within the county and statewide that reflects its commitment to public health and environmental stewardship.
- 1.2. As an integral part of its comprehensive water management program, the District will conjunctively manage its groundwater basins to maximize water supply reliability. Critical aspects of this effort are to proactively and aggressively protect the basins from contamination and the threat of contamination as well as reflecting the District's stewardship of stream resources.
- 1.3. As an integral part of its comprehensive water management program, the District will, in a cost-effective manner consistent with its overall water supply mix, aggressively pursue opportunities to expand water recycling within Santa Clara County in partnership with other public entities as appropriate.
- 1.4. To secure the health, safety, and quality of life in Santa Clara County, the District will carry out a prudent flood management program that reduces the potential for flood damage, balances costs and benefits (including possible environmental restoration and enhancement), and comprehensively addresses the expectations of the community.
- 1.5. As an integral part of its comprehensive water, energy and environmental management programs, the District will incorporate understanding of, preparation for, and adaptation to climate change, as well as apply a climate change mitigation prism to assess ongoing administrative and core business practices. In addition, so as not to exacerbate climate change, the District will strive to achieve carbon neutrality as soon as practicable and ensure reductions attributable to water conservation programs are properly credited to the Santa Clara County community.

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- 1.6. The District is a steward of the watersheds in Santa Clara County, the streams and the natural resources therein, and will strive to ensure their benefits to the community's quality of life are protected and when appropriate, enhanced or restored. Consistent with the District's primary responsibility to provide for public health and safety, water quality, and water supply, the District's approach in flood management and the water utility shall reflect an ongoing commitment to conserving the environment as a priority in the District's mission of comprehensive public service.

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**Title: Governing Style**  
**Category: Governance Process**

<b>Policy No. GP-2</b>	Adopted: June 15, 1999 Chair: Larry Wilson	Latest Revision: November 23, 2010 Chair: Richard Santos
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**Board Officer’s affirmation of official Board action adopting this policy.**

The Board will govern with an emphasis on (a) outward vision, (b) encouragement of diversity in viewpoints, (c) strategic leadership more than administrative detail, (d) clear distinction of Board and chief executive roles, (e) collective rather than individual decisions, (f) future rather than past or present, and (g) pro-activity rather than reactivity.

Accordingly:

- 2.1. The Board will cultivate a sense of group responsibility. The Board, not the staff, will be responsible for excellence in governing. The Board will be the initiator of policy, not merely a reactor to staff initiatives. The Board may use the expertise of individual members to enhance the ability of the Board as a body, rather than to substitute the individual judgments for the Board’s values.
- 2.2. The Board will direct, control, and inspire the organization through the careful establishment of broad written policies reflecting the Board’s values and perspectives. The Board’s major policy focus will be on the intended results, not on the administrative or programmatic means of attaining those effects.
- 2.3. The Board will further inform itself, individually and collectively, through extensive outreach to determine community wishes and through continuing education on issues relevant to the District.
- 2.4. The Board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings, policymaking principles, respect of roles, decorum and ensuring the continuance of governance capability.
- 2.5. Unless a higher vote is required by ordinance, resolution, state, or federal law, the affirmative vote of at least four members of the Board shall be required in order for the Board to take action on an item of business or the adoption of any ordinance or resolution.
- 2.6. Continual Board development will include orientation of new Board members in the Board’s governance process and periodic Board discussion of process improvement.
- 2.7. The Board will allow no officer, individual, or committee of the Board to hinder or be an excuse for not fulfilling its commitments.

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- 2.8. The Board will monitor the Board's process and performance. Self-monitoring will include comparison of Board activity and discipline to policies in the Governance Process and Board-BAO Linkage categories.
- 2.9. While serving as a member of the Board of Directors, and for one year immediately following the end of the Board member's term of office, no Board member shall seek or accept compensated employment by the District.
- 2.10. At the same time and place designated in the public notice for budget review, the Board shall review its financial reserves, including the justification therefore and an overview of its reserve management policy. The Board shall receive comments thereon from the public before acting on the budget.
- 2.11. The Board, by ordinance, will adopt regulations governing the activities of persons who lobby the District. Those regulations shall include provisions requiring registration of lobbyists, reporting requirements governing the activities of lobbyists and communications with Board members, and disclosure by Directors of contact with lobbyists prior to voting on matters related to the contact. This ordinance will be adopted no later than July 1, 2010.

# Governance Policies of the Board

**Title: Board Job Description**

**Category: Governance Process**

**Policy No. GP-3**

Adopted: June 15, 1999  
Chair: Larry Wilson

Latest Revision: July 28, 2011  
Chair: Don Gage

**Board Officer's affirmation of official Board action adopting this policy.**

Specific job outputs of the Board, as an informed agent of the ownership, are those that ensure appropriate organizational performance.

Accordingly:

- 3.1. The Board will produce the link between the District and the public.
- 3.2. The Board will produce written governing policies which, at the broadest levels, address each category of organizational decision.
  - 3.2.1. Ends: Organizational products, impacts, benefits, outcomes, recipients, and their relative worth (what good for which recipients at what cost).
  - 3.2.2. Executive Limitations: Constraints on executive authority which establish the prudence and ethics boundaries within which all executive activity and decisions must take place.
  - 3.2.3. Governance Process: Specification of how the Board conceives, carries out and monitors its own task.
  - 3.2.4. Board Appointed Officer Linkage: How power is delegated and its proper use monitored; for the Chief Executive Officer (CEO), District Counsel (DC), District Auditor (DA) and Clerk of the Board (COB) roles, authority and accountability.
- 3.3. The Board will produce assurance of BAO performance.
- 3.4. The Board will approve or deny nominations to name or rename District-owned land, facilities and amenities in accordance with the Naming of District-Owned Land, Facilities and Amenities procedure.

# Governance Policies of the Board

**Title:** Agenda Planning  
**Category:** Governance Process

<b>Policy No. GP-4</b>	Adopted: June 15, 1999 Chair: Larry Wilson	Latest Revision: December 15, 2009 Chair: Sig Sanchez
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**Board Officer's affirmation of official Board action adopting this policy.**

To accomplish its job products with a governance style consistent with Board policies, the Board will (a) complete a re-exploration of Ends policies annually and (b) continually improve Board performance through Board education and enriched input and deliberation.

- 4.1. The cycle will conclude each calendar year upon completion of the Board's annual review of its Ends Policies and accomplished goals.
- 4.2. The Board will develop its agenda for the next year at an annual meeting in January, and conduct a mid-year review in July. The Board will discuss and arrange for appropriate briefings and consultations during the course of the year.
- 4.3. The Board will establish goals for the development of the following year's budget planning at a meeting before the end of July.
- 4.4. Throughout the year, the Board will attend to consent agenda items as expeditiously as possible. Board members should inform the chair of any item they wish to pull prior to the meeting if possible. However, this does not preclude Board members from pulling items during the meeting.
- 4.5. BAO monitoring will be included on the consent agenda unless monitoring reports show policy violations, or if policy criteria are to be debated.
- 4.6. BAO remuneration will be decided after a review of monitoring reports received in the last year.

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**Title:** Chairperson's Role  
**Category:** Governance Process

<b>Policy No. GP-5</b>	Adopted: September 7, 1999 Chair: Larry Wilson	Latest Revision: July 19, 2011 Chair: Don Gage
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**Board Officer's affirmation of official Board action adopting this policy.**

The Chairperson assures the integrity of the Board's process and, secondarily, occasionally represents the Board to outside parties.

Accordingly:

- 5.1. The job result of the Chairperson is that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.
  - 5.1.1. Meeting discussion content will be only those issues which, according to Board policy, clearly belong to the Board to decide, not the BAOs.
  - 5.1.2. Deliberation will be fair, open, and thorough, but also timely, orderly, and kept to the point.
- 5.2. The authority of the Chairperson consists in making decisions that fall within topics covered by Board policies on Governance Process and Board Appointed Officer Linkage, with the exception of (a) employment or termination of a BAO and (b) where the Board specifically delegates portions of this authority to others. The Chairperson is authorized to use any reasonable interpretation of the provisions in these policies.
  - 5.2.1. The Chairperson is empowered to chair Board meetings with all the commonly accepted power of that position (e.g., ruling, recognizing).
  - 5.2.2. The Chairperson is empowered to modify previously approved Board Advisory Committee work plans and agendas in the event returning to the Board would delay distribution of Advisory Committee meeting materials.
  - 5.2.3. The Chairperson has no authority to make decisions about policies created by the Board within Ends and Executive Limitations policy areas. Therefore, the Chairperson has no authority to supervise or direct the BAOs.
  - 5.2.4. The Chairperson may represent the Board to outside parties in announcing Board-stated positions and in stating Chair decisions and interpretations within the area delegated to her or him.

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- 5.2.5. The Chairperson may delegate this authority, but remains accountable for its use.
- 5.2.6. The Chairperson will determine, in concert with the CEO as necessary, whether to place on an agenda consideration of documents of support or recognition (e.g., resolutions, commendations, certificates of appreciation, etc.) for individuals, organizations or efforts in the community by evaluating whether the individual, organization or effort has a clear nexus to issues relevant to the District. *See BAO/CEO Interpretation*
  - 5.2.6.1. A Board member may, at his or her discretion, request the CEO to prepare for the Board member's signature a Certificate of Appreciation for an individual, organization, or effort. The Chair may also sign the certificate.
  - 5.2.6.2. No more than three Board members may sign one of the aforementioned documents, unless the action was approved by the Board at a Board meeting.
  - 5.2.6.3. Should there be disagreement between the Chair and a Board member over a request for placement of any of the above-mentioned documents on an agenda, the Board member may request that the matter be placed on the next available Board agenda for consideration.
- 5.3. The Board of Directors elects both the Chairperson (Chair) and Vice Chairperson (Vice Chair) of the Board. The Chair and Vice Chair each serve 1-year terms beginning at the first Board meeting in January of each year.

Accordingly:

- 5.3.1. Beginning in the calendar year 2012, the positions of Chair and Vice Chair shall rotate from member to member in numerical order continuing from the 2010 rotation: the District 4 Director would be Chair and District 5 Director would be Vice Chair; the Vice Chair follows the Chair in sequence.
- 5.3.2. Any Board member may, at his/her discretion, decline to serve as Chair or Vice Chair. In the event the Board member declines to serve, that District shall be skipped and the next District Board member shall serve in their stead.
- 5.3.3. The Clerk of the Board shall maintain the list of Board member service as Chair or Vice Chair.

# Governance Policies of the Board

**Title: Board Members' Code of Conduct**

**Category: Governance Process**

**Policy No. GP-6**

Adopted: June 15, 1999  
Chair: Larry Wilson

Latest Revision: August 2, 2011  
Chair: Don Gage

**Board Officer's affirmation of official Board action adopting this policy.**

The Board commits itself and its members to ethical, business-like, and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members.

Board members who do not adhere to this code of conduct may be subject to the procedures of GP-6.7 through GP-6.9 listed below.

- 6.1. Members must have loyalty to the staff of the District and community, unconflicted by loyalties to staff, other organizations, and any personal interest as a person transacting business or interacting with the District.
- 6.2. Members must avoid conflict of interest with respect to their fiduciary responsibility and are obligated by virtue of their office to discharge their responsibilities with integrity and fidelity and are prohibited from placing themselves in a position where their private, personal interest may conflict with their official duties.
- 6.3. Board members may not attempt to exercise individual authority over the organization.
  - 6.3.1. Members' interaction with the BAOs or with staff must recognize the lack of authority vested in individual members except when explicitly Board authorized. Board members shall refrain from abusive conduct, personal charges or verbal assaults upon the character or motives of other members of the Board, committees, commissions, staff and the public. Board members shall support the maintenance of a positive and constructive environment for District employees.
  - 6.3.2. Members' interaction with public, press or other entities must recognize the same limitation and the inability of any Board member to speak for the Board except to repeat explicitly stated Board decisions.
  - 6.3.3. No member shall contact staff on behalf of a party who is bidding or intends to bid on a District contract or who has or intends to submit a response to a request for proposals or request for qualifications, nor shall a Director inquire about the identity of bidders or proposers prior to the time that staff has made a recommendation for selection of a contractor, vendor, or consultant. Members are not prohibited from making general inquiries about the status of a particular procurement, or from providing a member of the public with information about the appropriate staff contact concerning procurement of goods and services by the District.

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- 6.4. Members will respect the confidentiality appropriate to issues of a sensitive nature.
- 6.4.1. No member shall violate the confidentiality of closed session discussion.
- 6.5. Members will be properly prepared for Board deliberation.
- 6.6. The Board may not authorize severance pay for a Board-appointed employee of the District when the employee voluntarily separates from District employment. "Severance pay" does not include any otherwise lawful payment required to be paid by the District under a pre-existing employment agreement or under a separation and release agreement resolving a claim or claims made or threatened against the District. The Board shall not agree to amend an employment contract after the employee announces or requests a voluntary separation, except upon a Board determination, in open session, that an adjustment in compensation is required to retain the employee and is in the best interest of the District.
- 6.7. This policy applies to the Santa Clara Valley Water District Board of Directors and the following procedures shall be followed when any member of the Board of Directors reasonably believes that another member of the Board has engaged in misconduct or has failed to act in the best interests of the District. The procedures shall not be effective in any case in which a non-board member seeks redress for alleged misconduct by a Board member. While the Board has discretion in deciding the actions it may choose to take in response to a complaint, this policy provides definitions and procedures related to three types of actions: admonition, sanction and censure.

#### 6.7.1. Admonition

Admonition is the least severe form of action. An admonition may typically be directed to all members of the Board, reminding them that a particular type of behavior is not in the best interests of the District, and that, if it occurs or is found to have occurred, could make the member subject to sanction or censure. An admonition may be issued in response to a particular alleged action or actions, although it would not necessarily have to be triggered by a complaint of misconduct. An admonition may be issued by the Board prior to any findings of fact regarding any complaint, and because it is a warning or reminder, would not necessarily require an investigation or separate public hearing to determine whether a complaint is true.

#### 6.7.2. Sanction

Sanction is the next most severe form of action. Sanction should be directed to a particular member of the Board based on a particular action (or set of actions) that is determined to be misconduct but is considered by the Board not to be sufficiently serious to require censure. A sanction is distinguished from censure in that it does not constitute punishment. A written sanction may be based upon the Board's review and consideration of a written complaint. The member accused of such misconduct will have an opportunity to provide a written response to the complaint. A sanction may be issued by the Board, and because it is not punishment or discipline, it would not necessarily require an investigation or separate public hearing.

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## 6.7.3. Censure

Censure is the most severe form of action in this policy. Censure is a formal statement of the Board officially reprimanding one of its members. It is a punitive action, which serves as a penalty imposed for misconduct, but it carries no fine or suspension of the rights of the member as an elected official. Censure should be used for cases in which the Board determines that the misconduct is a serious offense. In order to protect the overriding principle of freedom of speech, the Board shall not impose censure on any of its members for the exercise of his or her First Amendment rights, no matter how distasteful the expression was to the Board or the District. However, nothing herein shall be construed to prohibit the Board from collectively condemning and expressing their strong disapprobation of such remarks.

## 6.7.4. Referral to District Attorney

At any point during any of the processes hereinafter described, the Board may refer the matter, as appropriate, to the Santa Clara County District Attorney for investigation. Prior to or following such referral, the Board may proceed with any of the actions described in this policy.

## 6.8. Available Procedures for addressing Misconduct

There are four separate methods for the Board to address Board member misconduct under this Policy: (1) written complaint; (2) request for admonition; (3) request for sanction; and (4) request for censure. Written complaints that specifically seek admonition, sanction, or censure as a specific remedy shall be treated as a request for that remedy (admonition, sanction, or censure), and the provisions of sections 6.9 and 6.10 shall not apply.

## 6.9. Written Complaints

In the event a Board member reasonably believes another Board member has failed to act in the best interests of the District resulting in misconduct, a written complaint shall be submitted to the Human Resources Director. Upon receipt, the Deputy Administrative Officer, Human Resources Division shall transmit the complaint to the District Counsel for review. The District Counsel shall review complaints to determine whether there is a sufficient basis for further action.

6.9.1. If a complaint fails to articulate a sufficient basis for further consideration, the complainant and the accused Board member will be so advised by the District Counsel, and the matter shall be deemed concluded.

6.9.2. If a complaint adequately articulates a sufficient basis for further action, the District Counsel shall present the complaint to the Board Ethics and Conduct Ad Hoc Committee (the "Committee"), which shall be comprised of the Chair and two members of the Board. In the event the subject of a complaint is the Chair or any member of the Committee, the Board shall select another Board member to serve on the Committee in that member's stead. The District Counsel may recommend to the Committee that:

6.9.2.1. Fact finding as to the complaint should be conducted; or

6.9.2.2. Informal resolution of the complaint should occur; or

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6.9.2.3. An independent investigation of the complaint should occur.

6.10. Prior to any determination by the Committee to proceed with an investigation, the accused Board member must be given a reasonable opportunity to meet with the Committee or to provide a written response to the complaint. In deciding whether or not to open an investigation, the Committee should consider:

6.10.1. Whether an investigation may compromise investigations regarding the same alleged misconduct, whether the misconduct may result in criminal charges, and whether the right of the accused Board member to a fair jury trial may be compromised by proceeding with an investigation.

6.10.2. Whether persons involved in the allegations may choose to exercise their constitutional right against self-incrimination, which may limit the investigation's ability to present a full and impartial picture of alleged events.

6.10.3. Whether measures can be taken to protect the rights of the member accused of misconduct, the member making such allegations, and those who have information regarding the allegations.

6.11. Investigations

6.11.1. If the Committee determines that an investigation is warranted, upon notification of the Board, District Counsel may be directed to conduct the investigation. District Counsel may select and manage an independent investigator to assist in conducting the investigation.

6.11.2. In the course of the investigation, District Counsel shall determine the process by which statements are taken. District Counsel may allow witnesses to choose to provide a signed declaration under penalty of perjury attesting to their knowledge of the facts surrounding the complaint.

6.11.3. At the conclusion of the investigation, the results of the investigation shall be presented in writing to the Committee and CEO. If the Committee is satisfied with the completeness of the investigation, it shall provide the Board with its findings and any recommendations. Following such findings and recommendations, any individual Board member may file a request for admonition, sanction, or censure.

6.11.4. If the Committee determines that an investigation is not warranted, the complainant and the Board shall be notified. Following such notification, any Board member may file a request for admonition, sanction, or censure.

6.11.5. Should any Board member file a request for admonition, sanction, or censure following investigation, the Committee shall submit to the Board a recommendation as set forth in sections 6.12.2, 6.13.2, or 6.14.2, below, and the matter shall thereafter be considered by the Board at its next public meeting subject to the restrictions of section 6.14.5, below.

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## 6.12. Request for Admonition

- 6.12.1. Any Board member may make a written request for an admonition which must be submitted to the Committee. The request must contain specific language descriptive of the alleged misconduct and the reason(s) admonition is appropriate. A copy of the request for admonition shall be provided to the Board member accused of the misconduct.
- 6.12.2. The Committee shall review the request and submit it to the Board with a recommendation. The Committee's recommendation shall provide:
  - 6.12.2.1. Admonition is warranted; or
  - 6.12.2.2. Admonition is not warranted; or
  - 6.12.2.3. No further action is required.
- 6.12.3. A recommendation by a majority of the Committee shall be based on the Committee's review of the written record.
- 6.12.4. An admonition can be approved by a majority of the Board.

## 6.13. Request for Sanction

- 6.13.1. Any Board member may make a written request for sanction which must be submitted to the Committee. The request must contain specific language descriptive of the alleged misconduct and the reason(s) sanction is appropriate. A copy of the request for sanction shall be provided to the Board member accused of the misconduct by personal service within five (5) business days from the date the Committee receives the request. The time for service shall be tolled if the Board member is unavailable for service.
- 6.13.2. The Committee shall review the request and determine if an investigation is warranted. Following the investigation, or if no investigation was undertaken, following review of the request, the Committee shall submit the request to the Board with a recommendation. The Committee's recommendation shall provide:
  - 6.13.2.1. Admonition, rather than sanction is warranted; or
  - 6.13.2.2. Sanction is warranted; or
  - 6.13.2.3. No further action is warranted.
- 6.13.3. A recommendation by a majority of the Committee shall be based on the Committee's review of the written record.
- 6.13.4. The Committee's recommendation shall be subject to a majority vote of the Board.

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## 6.14. Request for Censure

- 6.14.1. Any Board member may make a written request for a censure which must be submitted to the Committee. The request must contain specific language descriptive of the alleged misconduct and the reason(s) censure is appropriate. A copy of the request for censure shall be served on the Board member accused of the misconduct by personal service within five (5) business days from the date the Committee receives the written request. The time for service shall be tolled if the Board member is unavailable for service.
- 6.14.2. The Committee shall review the request and submit the request to the Board with a recommendation. The Committee's recommendation shall provide:
  - 6.14.2.1. Further investigation of the request for censure is required; or
  - 6.14.2.2. Admonition or sanction is warranted; or
  - 6.14.2.3. The request for censure should be set for a separate Board public hearing; or
  - 6.14.2.4. No further action is required.
- 6.14.3. A recommendation by a majority of the Committee shall be based on the Committee's review of the written record.
- 6.14.4. If the Board determines that further investigation is required, the Board shall direct the Committee to lead the investigation which may be assisted by the CEO and District Counsel. The following guidelines apply to such an investigation:
  - 6.14.4.1. The Committee may be assisted by a separate independent investigator.
  - 6.14.4.2. Upon completion of the investigation, the Committee should determine if taking all the facts and evidence into consideration, there are reasonable grounds to believe or not believe that the misconduct occurred.
  - 6.14.4.3. The Committee shall issue to the Board a final a report and recommendation as approved by a majority of the Committee. The Committee's final report shall be made available to the public.
- 6.14.5. If a separate Board public hearing is required, it must be scheduled far enough in advance to provide the Board member subject to the charges adequate time to prepare a defense, and that Board member shall be given the opportunity to make an opening and closing statement and to question his or her accusers. The Board member subject to the charges may be represented and may have the representative speak or question on his/her behalf. The Chair or Vice Chair, if the Chair is the subject of the charges, shall preside at the public hearing. The rules of evidence shall not apply to the hearing of the matter, which is not a formal adversarial proceeding. If the District Counsel has assisted Board members in the investigation, independent legal counsel shall provide legal advice to the Board during the hearing of the matter.

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6.14.6. A decision to censure requires the adoption of a resolution making findings with respect to the specific charges, based on substantial evidence and approved by a two-thirds vote of Board.

## 6.15. Complaints from non-Board members

This policy applies to the Santa Clara Valley Water District Board of Directors and the following procedure shall be followed when a non-Board member files a written complaint stating his/her reasonable belief that a member of the Board has acted or failed to act in the best interests of the District resulting in misconduct. While the Board has discretion in deciding the actions it may choose to take in response to such a complaint, this policy provides definitions and procedures related to three types of actions: admonition, sanction and censure as defined in sections 6.7.1, 6.7.2., and 6.7.3, of this policy.

6.16. At any point during any of the processes hereinafter described, the Board may refer the matter as appropriate to the Santa Clara County District Attorney for investigation. Following such referral, the Board may proceed with any of the actions described in this policy.

6.17. This policy applies to the Santa Clara Valley Water District Board of Directors and the following procedures shall be followed when a non-Board member reasonably believes that a member of the Board has acted or failed to act in the best interests of the District resulting in misconduct. A written complaint signed by the complainant shall be filed with the Deputy Administrative Officer, Human Resources Division. Upon receipt, the Deputy Administrative Officer shall transmit the complaint to the Chief Executive Officer (CEO) and the District Counsel for review. The CEO and District Counsel shall review the complaint to determine whether there is a sufficient basis for further action

6.17.1. If a complaint fails to articulate a sufficient basis for further consideration, the complainant and the accused Board member will be so advised and the matter shall be deemed concluded.

6.17.2. If a complaint adequately articulates a sufficient basis for further action, the CEO and District Counsel shall present the complaint to the Chair of the Board. In the event the subject of the complaint is the Chair, the Vice Chair shall be presented with the complaint. The CEO and District Counsel may recommend to the Chair or Vice Chair that:

6.17.2.1. Fact finding as to the complaint should be conducted; or

6.17.2.2. Informal resolution of the complaint should occur; or

6.17.2.3. An independent investigation of the complaint should occur.

6.18. Prior to the determination by the Chair or Vice Chair to proceed with an investigation, the accused Board member must be given a reasonable opportunity to meet with the Chair or Vice Chair or to

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provide a written response to the complaint. In deciding whether or not to open an investigation, the Chair or Vice Chair should consider:

- 6.18.1. Whether an investigation may compromise investigations regarding the same alleged misconduct and if the misconduct may result in criminal charges, whether the right of the accused Board member to a fair jury trial may be compromised by proceeding with an investigation.
- 6.18.2. If persons involved in the allegation may choose to exercise their constitutional right against self-incrimination, which may limit the investigation's ability to present a full and impartial picture of the alleged events.
- 6.18.3. Measures to protect the rights of the member accused of misconduct, the non-Board member making such allegations, and those who have information regarding the allegations.

## 6.19. Investigations

- 6.19.1. If the Chair or Vice Chair determines that an investigation is warranted, upon notification of the Board, District Counsel may be directed to conduct the investigation. District Counsel may select and manage an independent investigator to assist in conducting the investigation.
- 6.19.2. In the course of the investigation, District Counsel shall determine the process by which statements are taken. A witness may choose to provide a signed declaration under penalty of perjury attesting to his/her knowledge of the facts surrounding the complaint. Within ninety (90) days of the date an investigation begins, District Counsel shall inform the Board of the investigation's progress. Investigations should be completed within six (6) months from the date the investigation begins; however, in the event the investigation cannot be completed within the six (6) month time period, District Counsel shall so notify the Board.
- 6.19.3. At the conclusion of the investigation, the results of the investigation shall be presented in writing to the Chair or Vice Chair. If the Chair or Vice Chair is satisfied with the completeness of the investigation, the Chair or Vice Chair shall provide the Board with findings and any recommendations. Following such findings and recommendation, any individual Board member may file a request for admonition, sanction, or censure.
- 6.19.4. If the Chair or Vice Chair determines that an investigation is not warranted, the complainant and the Board shall be notified. Following such notification, any Board member may file a request for admonition, sanction, or censure as set forth in sections 6.12, 6.13, or 6.14 of this policy, save and except that whenever the term "Committee" appears therein, the term "Chair" or "Vice Chair" shall be applicable.

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- 6.19.5. Should any Board member file a request for admonition, sanction, or censure following the Chair or Vice Chair's findings and recommendations or determination that an investigation is not warranted as set forth in sections 6.19.1 through 6.19.4 above, the matter shall thereafter be considered by the Board at its next public meeting subject to the restrictions of section 6.14.5, above.

# Governance Policies of the Board

**Title: Values Statement**

**Category: Governance Process**

**Policy No. GP-7**

Adopted: June 15, 1999  
Chair: Larry Wilson

Latest Revision: None  
Chair:

**Board Officer's affirmation of official Board action adopting this policy.**

The values of the Board reflected throughout Board policies are as follows:

At the Santa Clara Valley Water District we believe, and together we will exemplify, the following values:

- 7.1. We are entrusted to serve the public and are responsible for carrying out the District mission for the benefit of the community.
- 7.2. We are committed to providing excellent service to all customers.
- 7.3. All individuals are unique and important, and will be treated with fairness, dignity, and respect.
- 7.4. We take pride in our work and are accountable and trusted to carry out our responsibilities safely with honesty and integrity.
- 7.5. Initiative, leadership, personal development, and training are vital for us to continuously improve.
- 7.6. Open communication, cooperation, and teamwork are shared responsibilities and essential to the successful performance of our work.
- 7.7. We are committed to creating an inclusive work environment which reflects and supports the diversity of our community and enriches our perspectives.
- 7.8. A balance between work and family is essential to the quality of our lives, and we will promote a family-friendly work environment.

# Governance Policies of the Board

**Title: Board Committee Principles**

**Category: Governance Process**

**Policy No. GP-8**

Adopted: June 15, 1999  
Chair: Larry Wilson

Latest Revision: July 19, 2011  
Chair: Don Gage

**Board Officer's affirmation of official Board action adopting this policy.**

The District Act provides for the creation of advisory boards, committees, or commissions by resolution to serve at the pleasure of the Board.

Accordingly, the Board has established Advisory Committees, which bring respective expertise and community interest, to advise the Board, when requested, in a capacity as defined: prepare Board policy alternatives and provide comment on activities in the implementation of the District's mission for Board consideration. In keeping with the Board's broader focus, Advisory Committees will not direct the implementation of District programs and projects, other than to receive information and provide comment.

Further, in accordance with Governance Process Policy-3, when requested by the Board, the Advisory Committees may help the Board produce the link between the District and the public through information sharing to the communities they represent.

The Board may also establish Ad-hoc Committees to serve in a capacity as defined by the Board and will be used sparingly.

Accordingly:

8.1. When used, Board Advisory Committees and Board Ad-hoc Committees will be assigned so as to reinforce the wholeness of the Board's job and so as to never interfere with delegation from the Board to the BAOs.

8.1.1. Board Advisory Committees and Board Ad-hoc Committees are established for a specific purpose as defined by the Board. The committees' purpose may also include a definition in authority and limitation in duration. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the BAOs.

8.1.2. Board Advisory Committees and Board Ad-hoc Committees will communicate directly with the Board and will not exercise authority over staff. Therefore, because the BAOs work for the full Board, they will not be required to obtain approval of a Board Advisory Committee or Board Ad-hoc Committee before an executive action.

# Governance Policies of the Board

- 8.2. This policy applies to any group which is formed by Board action, whether or not it is called a committee and regardless of whether the group includes Board members. It does not apply to committees formed under the authority of the BAOs.
- 8.3. Committees composed of less than a quorum of the Board will conduct their meetings in accordance with the provisions of the Brown Act (Open Meetings Law), even when the Brown Act would not otherwise apply to the committee due to its nature, function, or duration. If an exception of this policy is deemed to be in the best interest of the District, the reason for the exception will be identified at the time the Board or Chair creates the committee.

# Governance Policies of the Board

**Title:** Board Committee Structure

**Category:** Governance Process

**Policy No. GP-9**

Adopted: June 15, 1999  
Chair: Larry Wilson

Latest Revision: January 24, 2012  
Chair: Linda LeZotte

**Board Officer's affirmation of official Board action adopting this policy.**

Nominations to committees shall be made by the Chair subject to approval by the Board, subject to annual review.

9.1. Board Committees:

9.1.1. A committee is a Board committee only if its existence and charge come from the Board, regardless whether Board members sit on the committee. Unless otherwise stated, a committee ceases to exist as soon as its task is complete.

9.2. Board Members Representation on Board Ad Hoc and Advisory Committees:

9.2.1. Absent extenuating circumstances, Board members who are not the appointed representatives to an Ad-hoc committee shall not be in attendance at any open and noticed meeting of such committees.

9.2.2. Board members may attend open and noticed meetings of the Board Advisory committees. However, when a majority of the Board is in attendance at such meetings, the members in attendance may not discuss, among themselves, other than as part of the scheduled meeting, issues of a specific nature related to the subject matter jurisdiction of the Board.

9.3. Board Members Representation on External Committees:

9.3.1. Board members serving on external committees or other governing bodies shall serve under the advice and consent of the Board in the best interest of the District.

# Governance Policies of the Board

**Title:** Cost of Governance  
**Category:** Governance Process

<b>Policy No. GP-10</b>	Adopted: September 28, 1999 Chair: Larry Wilson	Latest Revision: March 8, 2011 Chair: Donald Gage
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**Board Officer’s affirmation of official Board action adopting this policy.**

The Board will invest in its governance capacity.

Accordingly:

- 10.1. Board skills, methods, and supports will be sufficient to assure governing with excellence.
  - 10.1.1. Training and education will be used by Board members to maintain and increase governance skills and understanding.
  - 10.1.2. Outside monitoring assistance will be arranged so that the Board can exercise confident control over organizational performance. This includes, but is not limited to, fiscal audit.
  - 10.1.3. Outreach mechanisms will be used as needed to ensure the Board’s ability to listen to owner viewpoints and values.
- 10.2. Adequate funds will be proposed by the Clerk of the Board (COB) and budgeted annually by the CEO for support of the Board.
- 10.3. It is the policy of the Board that each Board member attend such meetings, events, conferences, and training as each Board member determines will best enable them to serve the District, including such compensation per day and reimbursement for actual and necessary expenses as may be allowed by law and as authorized by this policy.
  - 10.3.1. Board members are eligible for per diem compensation (subject to statutory 10 days per month limitation) for the following meetings, events and activities, all of which are hereby deemed by the Board to constitute the performance of official duties:
    - 10.3.1.1. Regular and Special Meetings of the Board of Directors.
    - 10.3.1.2. Regular and Special Meetings of any standing or ad hoc committee of the Board of Directors, whether the attending member is a member of the committee or is attending as an observer.

# Governance Policies of the Board

- 10.3.1.3. Regular and Special Meetings of any advisory committee or commission of the District, whether the attending member is a designated liaison to the committee or is attending as an observer.
- 10.3.1.4. Regular and Special Meetings of any public entity legislative or advisory body of which the District is a member, or at which an agenda item related to the District's business is discussed.
- 10.3.1.5. Meetings with local, state, and federal legislators and/or officials to discuss matters of District concern.
- 10.3.1.6. Meetings of associations of governmental agencies, water policy organizations, and any other body of which the District is a member or which concerns water supply, flood protection, and/or natural resources.
- 10.3.1.7. Conferences and educational workshops that are open to the public and/or to public agencies such as the District or concern water supply, flood protection, and/or natural resources.
- 10.3.1.8. Community events sponsored by or featuring the District, or which concern water supply, flood protection, and/or natural resources, or which concern the relationship of the District to the communities it serves.
- 10.3.1.9. Community meetings at which District projects or programs are presented, featured, or discussed.
- 10.3.1.10. Meetings with District staff and/or District constituents concerning District business.
- 10.3.1.11. Media appearances to discuss District issues (including but not limited to interviews and editorial board meetings).
- 10.3.1.12. Internal District activities such as employee group meetings.
- 10.3.1.13. Activities constituting direct Board inspection of District operations in accordance with Board-BAO Linkage Policy BL-5.
- 10.3.1.14. Participation in and completion of an approved online ethics course to meet the requirements of Government Code Sections 53234 -53235.5, which shall constitute a single meeting.

# Governance Policies of the Board

- 10.3.1.15. Any other meeting, event, or activity approved in advance by the Board.
- 10.3.1.16. It is the policy of the Board that no member shall be compensated for attendance at a community/social event as a guest of the District, where the District has purchased a seat or table at said event.
- 10.3.2. Board members are eligible for reimbursement for actual and necessary expenses incurred by the Board member for the following:
  - 10.3.2.1. Travel/transportation, meals, registration fees, lodging, and incidental expenses reasonably incurred by the Board member in connection with the following meetings, events, and activities, all of which are deemed by the Board to constitute the performance of official Board duties: All meetings, events, and activities in the categories described in 10.3.1. “Incidental expenses” are the following: public transportation to/from airport; parking expenses; fuel for rental cars; tipping in accordance with policies applicable to District employees; expenses related to conducting District business while traveling (such as charges for phone, internet, or facsimile communication).
  - 10.3.2.2. Office equipment, communication devices, supplies, publication subscriptions, membership dues, and educational materials utilized by the member for performance of Board duties.
- 10.3.3. Reimbursement rates for travel, lodging, and meal expenses incurred by a Board member and authorized under 10.3.2 will be in accordance with the following unless otherwise specifically approved by the Board in advance of occurrence of the expense:
  - 10.3.3.1. Travel reimbursement will not exceed the government or group rate for airline, ground transportation, and rental cars where such rate is available. Air transportation will be economy/coach class. Reimbursement for rental cars will be at the midsize level, unless a group of District officials/personnel are traveling together and choose to use a larger vehicle to accommodate the group. Shuttles, taxis, and car services are reimbursable in lieu of car rental. Board members wishing to upgrade flight or rental car class for personal convenience, or to combine personal with business travel thereby resulting in an increased fare, must pay the increased cost over the rates set forth in this policy. Mileage reimbursement for use of the Board member’s own vehicle will be at the rate established for District employees.
  - 10.3.3.2. Lodging reimbursement will not exceed the government or group rate for lodging where such rate is available. Reimbursement for lodging at conferences and

# Governance Policies of the Board

organized educational activities will not exceed the maximum group lodging rate published by the activity sponsor if that rate is available at time of booking. Board members wishing to upgrade rooms and/or hotels or to incur additional guest charges will not be reimbursed for the cost difference.

- 10.3.3.3. Meal reimbursements will be provided up to \$60 per day (\$14 for breakfast, \$16 for lunch and \$30 for dinner) for Board members who provide receipts. In addition to the \$60 per day, Board members will be entitled to an additional \$15 per day, with receipts, when traveling to the cities identified by the US General Services Agency as “high cost of living areas” listed below. Board members who do not have receipts may be reimbursed up to \$39 (\$9 for breakfast, \$10 for lunch and \$20 for dinner) per day for meal expenses.

Los Angeles, CA	Boston, MA	New York City, NY
San Francisco, CA	Baltimore, MD	Cincinnati, OH
Denver, CO	Detroit, MI	Pittsburgh, PA
Washington, DC	St. Paul/Minneapolis, MN	Philadelphia, PA
Miami, FL	St. Louis, MO	Dallas, TX
Chicago, IL	Atlantic City, NJ	Arlington, VA
New Orleans, LA	Santa Fe, NM	Seattle, WA

- 10.3.4. Board members will utilize expense reimbursement forms provided by staff in requesting per diem and expense reimbursement in accordance with this policy. The Board member will include receipts and any other information necessary to demonstrate that reimbursement is consistent with this policy and with Ch. 700, Stats. 2005. Expense reports must be submitted within a reasonable time after the expense is incurred.

- 10.3.5. Board members will briefly report on meetings attended at District expense at the next regular Board meeting following the event at which the member is in attendance. On a quarterly basis, a report of the travel reimbursements to each Board member shall be placed on an open session Board meeting agenda for review and a determination by the Board whether the travel reimbursements comply with the Board’s reimbursement policies adopted pursuant to Section 53232.3 of the Government Code. Only travel expenses in compliance with those policies may be reimbursed by the District.

- 10.4. Adequate liability insurance will be provided by the CEO at all times for Board members.

# Governance Policies of the Board

**Title:** Equal Employment Opportunity, Discrimination/Harassment Prevention, and Diversity  
**Category:** Governance Process

<b>Policy No. GP-11</b>	Adopted: August 3, 1999 Chair: Larry Wilson	Latest Revision: January 18, 2005 Chair: Richard P. Santos
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**Board Officer’s affirmation of official Board action adopting this policy.**

The Board of Directors is committed to providing equal employment opportunity to all persons and to building a diverse work force that values diversity.

The Board firmly believes that such a work force provides advantages both internally, in terms of the human resources potential offered by a variety of diverse perspectives, and externally, in increasing the District’s ability to respond to the community we serve.

The Board understands that diversity is more than inclusion of racial or cultural groups, that valuing diversity involves respect for all persons, and that valuing diversity requires a positive change in the way we interact with each other and a change in our organizational culture.

Accordingly:

- 11.1. The Board and its members will not discriminate against any applicant, employee, customer, or other person on the basis of race, religion, color, national origin, ancestry, mental or physical disability, medical condition, marital status, gender, age, pregnancy, veteran status, sexual orientation, or gender identity.
- 11.2. The Board commits itself and its members to support all actions necessary to make equal employment opportunity at the District a reality for all.
- 11.3. The Board will require that the organization’s work environment be one in which all people are welcomed and included, and in which all individuals are unique and important and are treated with fairness and dignity.
- 11.4. The Board will respect all people and seek to accommodate and learn from the different perspectives and values they contribute.